

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

SUPPLEMENTAL AFFIDAVIT OF SERVICE

I, Paul Pullo, depose and say that I am employed by Kroll Restructuring Administration LLC (“*Kroll*”), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On January 3, 2025, at my direction and under my supervision, employees of Kroll caused the following documents to be served via First Class Mail on Grand Central Parkersburg LLC, (ADRID: 29433168), 4900 E Dublin Granville Rd, Columbus, OH, 43081-7651:

- Final Order (I) Authorizing Debtors to Assume the Consulting Agreement, (II) Authorizing Store Closing Sales and Approving Related Procedures, and (III) Granting Related Relief [Docket No. 576]
- Order Authorizing the Debtors to File the Omnibus Reply in Support of the Store Closing Motion, Bidding Procedures Motion and DIP Motion [Docket No. 585]

On January 3, 2025, at my direction and under my supervision, employees of Kroll caused the following document to be served via First Class Mail on Grand Central Parkersburg LLC, (ADRID: 29299740), 4900 E Dublin Granville Rd, Columbus, OH, 43081-7651:

- Order Pursuant to Sections 363 and 365 of the Bankruptcy Code Authorizing the Debtors-in-possession to Terminate or Assume, Assign and Sell Certain Non-residential Real Property Leases [Docket No. 729]
- Notice of Closing of Lease Sale of West Bend Lease [Docket No. 812]

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

On January 6, 2025, at my direction and under my supervision, employees of Kroll caused the following document to be served via First Class Mail on Grand Central Parkersburg LLC, (ADRID: 29299740), 4900 E Dublin Granville Rd, Columbus, OH, 43081-7651:

- Notice of Lease Sale Auction [Docket No. 925]

On January 6, 2025, at my direction and under my supervision, employees of Kroll caused the following document to be served via First Class Mail on the Supplemental Mailing List attached hereto as **Exhibit A**:

- Notice of Sale, Bidding Procedures, Auction, and Sale Hearing, a copy of which has been attached hereto as **Exhibit B**

On January 6, 2025, at my direction and under my supervision, employees of Kroll caused the following document to be served via First Class Mail on the Supplemental Contract Counterparties Service List attached hereto as **Exhibit C**:

- Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount [Docket No. 511]

On January 6, 2025, at my direction and under my supervision, employees of Kroll caused the following document to be served via First Class Mail on Grand Central Parkersburg LLC, (ADRID: 29433168), 4900 E Dublin Granville Rd, Columbus, OH, 43081-7651:

- Nexus Capital Management LP Adequate Assurance Package

Dated: January 27, 2025

/s/ Paul Pullo
Paul Pullo

State of New York
County of New York

Subscribed and sworn (or affirmed) to me on January 27, 2025, by Paul Pullo, proved to me on the bases of satisfactory evidence to be the person who executed this affidavit.

/s/ OLEG BITMAN

Notary Public, State of New York

No. 01BI6339574

Qualified in New York County

Commission Expires April 4, 2028

Exhibit A

Exhibit A
Supplemental Mailing List
Served via First Class Mail

AddressID	Name	Address1	Address2	Address3	City	State	Postal Code
29411570	ALVAREZ, ENRIQUE	ADDRESS ON FILE					
29384922	AMES, MALACHI REECE	ADDRESS ON FILE					
29405420	AYERS, TYLER	ADDRESS ON FILE					
29380240	BANKS, MARCUS ANTONIO	ADDRESS ON FILE					
29370971	BRYANT, AMANDA	ADDRESS ON FILE					
29430036	COUTTS, OWEN	ADDRESS ON FILE					
29354672	COX, KARRIE	ADDRESS ON FILE					
29392025	DAVIS, ALEXIS A	ADDRESS ON FILE					
29402676	DAVIS, QUINTINA	ADDRESS ON FILE					
29384460	EASTER, LYNN SHEREE	ADDRESS ON FILE					
29341942	EASTHAM, ROSEMARY	ADDRESS ON FILE					
29334773	ELMWOOD RETAIL PROPERTIES LLC	LAURICELLA LAND COMPANY LLC	PO BOX 201506		DALLAS	TX	75230-1506
29298493	ERIE COUNTY PA COUNTY CONSUMER PROTECTION AGENCY	ATTN: CONSUMER PROTECTION DIVISION	1001 STATE ST		ERIE	PA	16507
29358266	EVERIDGE, JORDAN DEAN	ADDRESS ON FILE					
29398881	FURR, ALICIA M	ADDRESS ON FILE					
29334862	GRAND CENTRAL PARKERSBURG LLC	WASHINGTON PRIME GROUP LP	4900 E DUBLIN GRANVILLE RD		COLUMBUS	OH	43081-7651
29409175	GREENE, VALARIE	ADDRESS ON FILE					
29388986	HACKWORTH, DOROTHY CLARA	ADDRESS ON FILE					
29359353	HERLINGER, KRISTY MARIE	ADDRESS ON FILE					
29390904	IMLER, KEVIN	ADDRESS ON FILE					
29433412	KAISER, BRIAN	ADDRESS ON FILE					
29405986	MARTIN, DAVINA G	ADDRESS ON FILE					
29430287	MARTINEZ, GILMER	ADDRESS ON FILE					
29326892	MARYSVILLE PLAZA, LLC V. CS ROSS COMPANY (0429 MARYSVILLE, OH)	LAW OFFICES OF BRYAN B. JOHNSON	JOHNSON, ESQ., BRYAN B.	6241 MEMORIAL DR	DUBLIN	OH	43017-8766
29395607	MCCOMAS, WHITNEY VICTORIA	ADDRESS ON FILE					
29388130	MCGOWAN, DAISY	ADDRESS ON FILE					
29430980	MOHAMED, MOHAMED O	ADDRESS ON FILE					
29420545	NAVARRE, TONI	ADDRESS ON FILE					
29384699	PATTERSON, SCOTT MICHAEL	ADDRESS ON FILE					
29360636	PENNINGTON, NOAH IAN	ADDRESS ON FILE					
29424457	PURDY, CLAYTON	ADDRESS ON FILE					

Exhibit A
Supplemental Mailing List
Served via First Class Mail

AddressID	Name	Address1	Address2	Address3	City	State	Postal Code
29671722	SKINNER, JAMES	ADDRESS ON FILE					
29418869	VALENCIA, MICHELLE	ADDRESS ON FILE					
29370805	WALLACE, TANIA	ADDRESS ON FILE					

Exhibit B

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

NOTICE OF SALE, BIDDING PROCEDURES, AUCTION, AND SALE HEARING

PLEASE TAKE NOTICE that the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the District of Delaware (the “**Court**”) on September 9, 2024.

PLEASE TAKE FURTHER NOTICE that, on September 9, 2024, the Debtors filed a motion (the “**Motion**”) with the Court seeking entry of an order, among other things, approving (a) procedures for the solicitation of bids (the “**Bidding Procedures**”) in connection with (i) the proposed sale of substantially all of the Debtors’ assets to Gateway BL Acquisition, LLC (the “**Stalking Horse Bidder**”) for approximately \$760 million, consisting of \$2.5 million in cash plus the Debt Payoff Amount (as defined in the Stalking Horse APA) and the assumption of certain liabilities, subject to the submission of higher or otherwise better offers, (ii) the Sale Transaction, and (iii) the Auction,² (b) the form and manner of notice related to the Sale Transaction, and (c) procedures for the assumption and assignment of Contracts and Leases in connection with the Sale Transaction.

PLEASE TAKE FURTHER NOTICE that, on October 25, 2024, the Court entered an order (the “**Bidding Procedures Order**”) approving, among other things, the Bidding Procedures, which establish the key dates and times related to the Sale Transaction and the Auction [D.I. 612].

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion or the Bidding Procedures, as applicable.

PLEASE TAKE FURTHER NOTICE that, on October 30, 2024, the Debtors filed the Notice of Successful Bidder for the Sale of the Debtors' Assets (the "**Notice of Successful Bidder**") designating the Stalking Horse Bidder as the Successful Bidder [D.I. 661].

Obtaining Additional Information

Copies of the Motion and the Bidding Procedures Order, as well as all related exhibits (including the Bidding Procedures) and all other documents filed with the Court, are available free of charge on the Debtors' case information website located at <https://cases.ra.kroll.com/biglots/> or can be requested by email at BigLotsInfo@ra.kroll.com.

Important Dates and Deadlines³

1. **Bid Deadline.** The deadline to submit a Qualified Bid was **October 28, 2024 at 12:00 p.m. (prevailing Eastern Time)**.
2. **Auction.** The Auction was held on **October 30, 2024 at 10:00 a.m. (prevailing Eastern Time)** at the offices of Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, NY 10017.
3. **Auction and Sale Objections Deadline.** The deadline to file with the Court an objection to the Sale Order, the conduct of the Auction, or the Sale Transaction (collectively, the "**Sale Objections**") is **November 6, 2024 at 4:00 p.m. (prevailing Eastern Time)** (the "**Sale Objection Deadline**").
4. **Assumption and Assignment Objection Deadline.** The deadline for Counterparties to file with the Court an objection to the potential or proposed assumption or assignment of their Assumed Contract or Assumed Lease, the Debtors' proposed Cure Costs, if any, or the ability of a Successful Bidder to provide adequate assurance of future performance is **November 6, 2024 at 4:00 p.m. (prevailing Eastern Time)** (the "**Assumption and Assignment Objection Deadline**").
5. **Sale Hearing.** A hearing (the "**Sale Hearing**") to consider the approval of Sale Transactions will be held before the Court on **November 12, 2024 at 1:30 p.m. (prevailing Eastern Time)** or such other date as determined by the Court.

Filing Objections

Sale Objections, if any, must (a) be in writing, (b) state, with specificity, the legal and factual bases thereof, (c) comply with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules, (d) be filed with the Court no later than the Sale Objection Deadline, and (e) no later than the Sale Objection Deadline, be served on (i) counsel to the Debtors, (y) Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, NY 10017, Attn: Brian M. Resnick, Esq., Adam L. Shpeen, Esq., Stephen D. Piraino, Esq., Jonah A. Peppiatt, Esq., and Ethan Stern, Esq.

³ The following dates and deadlines may be extended by the Debtors, consistent with the terms of the DIP Credit Agreements, or the Court in accordance with the terms of the Bidding Procedures and the Bidding Procedures Order.

(notice.biglots@davispolk.com) and (z) Morris, Nichols, Arsht & Tunnell LLP, 1201 N. Market Street, 16th Floor, Wilmington, DE 19801, Attn: Robert J. Dehney, Sr., Esq., Andrew R. Remming, Esq., Daniel B. Butz, Esq., Tamara K. Mann, Esq., and Casey B. Sawyer, Esq. (biglots.mnat@morrisnichols.com), (ii) counsel to the ABL Agent, (y) Choate, Hall & Stewart LLP, Two International Place, Boston, MA 02110, Attn: John F. Ventola, Esq. (jventola@choate.com), Jonathan D. Marshall, Esq. (jmarshall@choate.com), and Jacob S. Lang, Esq. (jslang@choate.com) and (z) Blank Rome LLP, 1201 N. Market Street, Suite 800, Wilmington, DE 19801, Attn: Regina Stango Kelbon, Esq. (regina.kelbon@blankrome.com) and Stanley Tarr, Esq. (stanley.tarr@blankrome.com), (iii) counsel to the Term Agent, (y) Otterbourg P.C., 230 Park Avenue, New York, NY 10169, Attn: Chad B. Simon, Esq. (CSimon@otterbourg.com), James V. Drew, Esq. (JDrew@otterbourg.com), and Sarah L. Hautzinger, Esq. (shautzinger@otterbourg.com) and (z) Richards, Layton & Finger, P.A., 920 N. King Street, Wilmington, DE 19801, Attn: John H. Knight, Esq. (knight@rlf.com), (iv) proposed counsel to the Committee, (y) McDermott Will & Emery LLP, One Vanderbilt Avenue, New York, NY 10017, Attn: Darren Azman, Esq. (dazman@mwe.com) and Kristin G. Going, Esq. (kgoing@mwe.com), and (z) Cole Schotz P.C., 500 Delaware Avenue, Suite 1410, Wilmington, DE 19801, Attn: Justin R. Alberto, Esq. (jalberto@coleschotz.com) and Stacy L. Newman, Esq. (snewman@coleschotz.com), (v) counsel to the Stalking Horse Bidder, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Christopher Marcus, P.C. (cmarcus@kirkland.com), Douglas A. Ryder, P.C. (douglas.ryder@kirkland.com), and Nicholas M. Adzima (nicholas.adzima@kirkland.com), and (vi) the U.S. Trustee, Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Linda J. Casey (linda.casey@usdoj.gov).

CONSEQUENCES OF FAILING TO TIMELY ASSERT AN OBJECTION

Any party or entity who fails to timely make an objection to a Sale Transaction on or before the Sale Objection Deadline in accordance with the Bidding Procedures Order and this Notice shall be forever barred from asserting any objection to the Sale Transaction, including with respect to the transfer of the assets free and clear of all liens, claims, encumbrances, and other interests.

NO SUCCESSOR LIABILITY

The assets sold in any Sale Transaction will be free and clear of, among other things, any claim arising from any conduct of the Debtors prior to the closing of the Sale Transaction, whether known or unknown, whether due or to become due, whether accrued, absolute, contingent, or otherwise, so long as such claim arises out of or relates to events occurring prior to the closing of the Sale Transaction. Accordingly, as a result of a Sale Transaction, a Successful Bidder will not be a successor to any of the Debtors by reason of any theory of law or equity, and a Successful Bidder will have no liability, except as expressly provided in a definitive agreement reached between the Debtors and the applicable Successful Bidder, for any liens, claims, encumbrances, and other interests against or in any of the Debtors under any theory of law, including successor liability theories.

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Dated: October 31, 2024
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL
LLP

/s/ Sophie Rogers Churchill

Robert J. Dehney, Sr. (No. 3578)
Andrew R. Remming (No. 5120)
Tamara K. Mann (No. 5643)
Sophie Rogers Churchill (No. 6905)
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-and-

DAVIS POLK & WARDWELL LLP

Brian M. Resnick (admitted *pro hac vice*)
Adam L. Shpeen (admitted *pro hac vice*)
Stephen D. Piraino (admitted *pro hac vice*)
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jonah.peppiatt@davispolk.com
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*Counsel to the Debtors and Debtors in
Possession*

Exhibit C

Exhibit C

Supplemental Contract Counterparties Service List
Served via First Class Mail

AddressID	Name	Address1	Address2	City	State	Postal Code
29463689	Convercent, Inc.	1200 Abernathy Rd	Suite 700	Atlanta	GA	30328
29464749	STG Logistics, Inc.	2070 ANVIL BLOCK RD		FOREST PARK	GA	30297-1488